

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

Douglas M. Foley (VSB No. 34364)  
Sarah B. Boehm (VSB No. 45201)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : Case No. 08-35653-KRH  
et al., :  
:   
Debtors. : Jointly Administered  
- - - - - x

**ORDER GRANTING SEVENTH INTERIM FEE APPLICATION OF  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM  
MAY 1, 2010 THROUGH AND INCLUDING JULY 31, 2010**

This Court having entered the Order Under  
Bankruptcy Code Sections 105(a) and 331 Establishing  
Procedures for Interim Compensation (D.I. 830, the  
"Interim Compensation Order"); and this Court having

previously authorized the employment of Skadden, Arps,  
Slate, Meagher & Flom LLP and its affiliated law offices  
("Skadden, Arps") in the cases of the above-captioned  
debtors and debtors-in-possession (collectively, the  
"Debtors");<sup>1</sup> and the Seventh Interim Fee Application Of  
Skadden, Arps, Slate, Meagher & Flom LLP For  
Compensation For Services Rendered And Reimbursement Of  
Expenses As Counsel To The Debtors For The Period From  
May 1, 2010 Through And Including July 31, 2010 (the  
"Seventh Interim Fee Application") having been filed and  
served pursuant to the Interim Compensation Order; and  
this Court having fully considered the record before it;  
and it appearing that the relief requested by the  
Seventh Interim Fee Application is in the best interests

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc.(6796), Sky Venture Corp. (0311), PRAHS, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for the Debtors is 4951 Lake Brook Drive, Suite #500, Glen Allen, VA 23060.

of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Seventh Interim Fee Application is GRANTED.

2. The fees and expenses requested in the Seventh Interim Fee Application are hereby allowed in the amounts set forth on Exhibit A, subject to the filing of a final fee application.

3. The Debtors are hereby authorized to promptly pay Skadden, Arps the difference, if any, between the amount of fees and expenses allowed by this Order and the actual interim payments received by Skadden, Arps.

4. This Order is without prejudice to the right of Skadden, Arps to seek further allowance and payment of compensation and reimbursement of expenses

upon application to this Court in accordance with the  
Interim Compensation Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
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Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
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Chicago, Illinois 60606  
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/s/ Douglas M. Foley  
Douglas M. Foley (VSB No. 34364)  
Sarah B. Boehm (VSB No. 45201)  
MC GUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors  
and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

**EXHIBIT A**

<b>Period Covered</b>	<b>Date Served</b>	<b>Requested Fees, Expenses</b>		<b>Paid Fees, Expenses</b>	
5/1/10 to 5/31/10	6/16/10	\$640,688	\$12,456	\$544,585	\$12,456
6/1/10 to 6/30/10	7/14/10	\$763,089	\$20,783	\$648,626	\$20,783
7/1/10 to 7/31/10	8/11/10	\$518,849	\$17,183	\$441,022	\$17,183
<b>Total</b>		<b>\$1,922,626</b>	<b>\$50,422</b>	<b>\$1,634,233</b>	<b>\$50,422</b>